

IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

In re:

W.R. GRACE & CO., et al.¹

Debtors.

Chapter 11

Case No. 01-01139 (JKF)
(Jointly Administered)

Objection Deadline: 12/19/11 at 4⁰⁰ pm
Hearing Date: TBD only if necessary

**SUMMARY OF APPLICATION OF FOLEY HOAG LLP
FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT
OF EXPENSES AS COUNSEL TO W.R. GRACE & CO., ET AL. FOR THE
INTERIM PERIOD FROM OCTOBER 1, 2011 THROUGH OCTOBER 31, 2011**

Name of Applicant:

Foley Hoag LLP

Authorized to Provide Professional
Services to:

W.R. Grace & Co.,
Debtors and Debtors-in-Possession

Date of Retention:

September 30, 2005, nunc pro tunc July 1, 2005

Period for Which Compensation and
Reimbursement is Sought:

October 1, 2011 through October 31, 2011

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners Company), Grace Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN I, Inc., G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), Grace A-B Inc., Grace A-B II Holdings, Inc., CPC Thomasville Corp., Gloucester New Communities Company, Inc. Grace A-B Inc., Grace A-B II Holdings, Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Inc., Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Services Corporation, Grace Tarpon Investors, Inc., Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a Homco International, Inc., Monolith Enterprises, Incorporated, Monroe GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Nestor-Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Southern Oil, Resin Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Amount of Compensation Sought as Actual, Reasonable and Necessary: \$9,738.40 (80% of \$12,173.00; remaining 20% to be sought as part of quarterly application)

Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary: \$59.09

This is a X monthly quarterly X interim final application

The total time expended for fee application preparation is approximately 2.0 hours and the corresponding compensation requested is approximately \$1,200.00.

Prior fee applications:

| Period Covered | Date Filed | Requested | | Approved | |
|---------------------|------------|--------------|-----------|--------------|-----------|
| | | Fees | Expenses | Fees | Expenses |
| 08/01/05 - 08/31/05 | 03/28/06 | \$ 25,669.50 | \$ 34.55 | \$ 25,669.50 | \$ 34.55 |
| 09/01/05 - 09/30/05 | 10/31/05 | \$ 26,289.00 | \$ 11.64 | \$ 26,289.00 | \$ 11.64 |
| 10/01/05 - 10/31/05 | 11/28/05 | \$ 27,633.50 | \$ 355.67 | \$ 27,633.50 | \$ 355.67 |
| 11/01/05 - 11/30/05 | 12/28/05 | \$ 16,109.00 | \$ 18.91 | \$ 16,109.00 | \$ 18.91 |
| 12/01/05 - 12/31/05 | 01/31/06 | \$ 13,522.50 | \$ 3.50 | \$ 13,522.50 | \$ 3.50 |
| 01/01/06 - 01/31/06 | 03/27/06 | \$ 9,535.50 | \$ 49.85 | \$ 9,535.50 | \$ 49.85 |
| 02/01/06 - 02/28/06 | 03/29/06 | \$ 10,474.00 | \$ 42.75 | \$ 10,474.00 | \$ 42.75 |
| 03/01/06 - 03/31/06 | 04/28/06 | \$ 13,346.50 | \$ 48.42 | \$ 13,346.50 | \$ 48.42 |
| 04/01/06 - 04/30/06 | 06/27/06 | \$ 14,568.50 | \$ 2.24 | \$ 14,568.50 | \$ 2.24 |
| 05/01/06 - 05/31/06 | 06/28/06 | \$ 28,346.50 | \$ 219.20 | \$ 28,346.50 | \$ 219.20 |
| 06/01/06 - 06/30/06 | 07/31/06 | \$ 22,530.00 | \$ 24.92 | \$ 22,530.00 | \$ 24.92 |
| 07/01/06 - 07/31/06 | 09/11/06 | \$ 9,114.00 | \$ - | \$ 9,114.00 | \$ - |
| 08/01/06 - 08/31/06 | 09/28/06 | \$ 3,104.50 | \$ 119.61 | \$ 3,104.50 | \$ 119.61 |
| 09/01/06 - 09/30/06 | 10/31/06 | \$ 3,778.50 | \$ 26.52 | \$ 3,778.50 | \$ 26.52 |

| Period Covered | Date Filed | Requested | | Approved | |
|-----------------------|-------------------|------------------|-----------------|-----------------|-----------------|
| | | Fees | Expenses | Fees | Expenses |
| 10/01/06 - 10/31/06 | 11/30/06 | \$ 1,941.50 | \$ - | \$ 1,941.50 | \$ - |
| 11/01/06 - 11/30/06 | 12/28/06 | \$ 2,088.50 | \$ 55.71 | \$ 2,088.50 | \$ 55.71 |
| 12/01/06 - 12/31/06 | 01/29/07 | \$ 2,557.50 | \$ - | \$ 2,557.50 | \$ - |
| 01/01/07 - 01/31/07 | 03/07/07 | \$ 4,871.00 | \$ 27.09 | \$ 4,871.00 | \$ 27.09 |
| 02/01/07 - 02/28/07 | 03/28/07 | \$ 3,675.50 | \$ 39.51 | \$ 3,675.50 | \$ 39.51 |
| 03/01/07 - 03/31/07 | 05/02/07 | \$ 2,426.50 | \$ 46.50 | \$ 2,426.50 | \$ 46.50 |
| 04/01/07 - 04/30/07 | 06/01/07 | \$ 6,579.00 | \$ - | \$ 6,579.00 | \$ - |
| 05/01/07 - 05/31/07 | 06/28/07 | \$ 3,736.00 | \$ 55.08 | \$ 3,736.00 | \$ 55.08 |
| 06/01/07 - 06/30/07 | 07/30/07 | \$ 6,336.00 | \$ 26.10 | \$ 6,336.00 | \$ 26.10 |
| 07/01/07 - 07/31/07 | 08/28/07 | \$ 4,742.00 | \$ 41.52 | \$ 4,742.00 | \$ 41.52 |
| 08/01/07 - 08/31/07 | 09/28/07 | \$ 3,785.00 | \$ 45.36 | \$ 3,785.00 | \$ 45.36 |
| 09/01/07 - 09/30/07 | 10/30/07 | \$ 6,360.00 | \$ 8.07 | \$ 6,360.00 | \$ 8.07 |
| 10/01/07 - 10/31/07 | 11/28/07 | \$ 20,744.50 | \$ 32.61 | \$ 20,744.50 | \$ 32.61 |
| 11/01/07 - 11/30/07 | 02/11/08 | \$ 16,655.00 | \$ 5,337.35 | \$ 16,655.00 | \$ 5,337.35 |
| 12/01/07 - 12/31/07 | 02/12/08 | \$ 9,012.50 | \$ 785.75 | \$ 9,012.50 | \$ 785.75 |
| 01/01/08 - 01/31/08 | 02/28/08 | \$ 5,702.50 | \$ 14.30 | \$ 5,702.50 | \$ 14.30 |
| 02/01/08 - 02/29/08 | 03/28/08 | \$ 9,296.00 | \$ 61.51 | \$ 9,296.00 | \$ 61.51 |
| 03/01/08 - 03/31/08 | 04/28/08 | \$ 6,450.50 | \$ 10.08 | \$ 6,450.50 | \$ 10.08 |
| 04/01/08 - 04/30/08 | 05/28/08 | \$ 7,966.50 | \$ - | \$ 7,966.50 | \$ - |
| 05/01/08 - 05/31/08 | 06/30/08 | \$ 12,509.00 | \$ 107.37 | \$ 12,509.00 | \$ 107.37 |
| 06/01/08 - 06/30/08 | 07/29/08 | \$ 27,053.50 | \$ 1,856.55 | \$ 27,053.50 | \$ 1,856.55 |
| 07/01/08 - 07/31/08 | 09/02/08 | \$ 28,893.82 | \$ 9.84 | \$ 28,893.82 | \$ 9.84 |

| Period Covered | Date Filed | Requested | | Approved | |
|-----------------------|-------------------|------------------|-----------------|-----------------|-----------------|
| | | Fees | Expenses | Fees | Expenses |
| 08/01/08 - 08/31/08 | 09/29/08 | \$ 16,498.00 | \$ 40.76 | \$ 16,498.00 | \$ 40.76 |
| 09/01/08 - 09/30/08 | 10/28/08 | \$ 5,198.00 | \$ 125.00 | \$ 5,198.00 | \$ 125.00 |
| 10/01/08 - 10/31/08 | 12/01/08 | \$ 12,825.50 | \$ 131.40 | \$ 12,825.50 | \$ 131.40 |
| 11/01/08 - 11/30/08 | 12/30/08 | \$451,925.32 | \$ 63.72 | \$451,925.32 | \$ 63.72 |
| 12/01/08 - 12/31/08 | 01/28/09 | \$ 7,627.50 | \$ 10.25 | \$ 7,627.50 | \$ 10.25 |
| 01/01/09 - 01/31/09 | 03/04/09 | \$ 6,813.00 | \$ 4,315.82 | \$ 6,813.00 | \$ 4,315.82 |
| 02/01/09 - 02/28/09 | 03/30/09 | \$ 8,482.50 | \$ 51.72 | \$ 8,482.50 | \$ 51.72 |
| 03/01/09 - 03/31/09 | 04/28/09 | \$ 55,220.50 | \$ 64.99 | \$ 55,220.50 | \$ 64.99 |
| 04/01/09 - 04/30/09 | 06/02/09 | \$ 65,020.00 | \$ 1,256.33 | \$ 65,020.00 | \$ 1,256.33 |
| 05/01/09 - 05/31/09 | 06/30/09 | \$ 54,181.25 | \$ 1,364.86 | \$ 54,181.25 | \$ 1,364.86 |
| 06/01/09 - 06/30/09 | 07/28/09 | \$ 27,814.50 | \$ 521.42 | \$ 27,814.50 | \$ 521.42 |
| 07/01/09 - 07/31/09 | 08/28/09 | \$ 12,702.00 | \$ 35.88 | \$ 12,702.00 | \$ 35.88 |
| 08/01/09 - 08/31/09 | 09/28/09 | \$ 16,368.00 | \$ 51.00 | \$ 16,368.00 | \$ 51.00 |
| 09/01/09 - 09/30/09 | 10/28/09 | \$ 13,263.00 | \$ 58.38 | \$ 13,263.00 | \$ 58.38 |
| 10/01/09 - 10/31/09 | 11/30/09 | \$ 21,282.00 | \$ 149.24 | \$ 21,048.00 | \$ 149.20 |
| 11/01/09 - 11/30/09 | 12/28/09 | \$ 16,380.00 | \$ 69.25 | \$ 16,380.00 | \$ 62.27 |
| 12/01/09 - 12/31/09 | 01/28/10 | \$ 12,040.50 | \$ 34.56 | \$ 12,040.50 | \$ 34.56 |
| 01/01/10 - 01/31/10 | 03/01/10 | \$ 18,646.00 | \$ 9.66 | \$ 18,646.00 | \$ 9.66 |
| 02/01/10 - 02/28/10 | 03/29/10 | \$ 22,295.50 | \$ 201.09 | \$ 22,295.50 | \$ 201.09 |
| 03/31/10 - 03/31/10 | 04/28/10 | \$ 40,107.00 | \$ 77.85 | \$ 40,107.00 | \$ 77.85 |
| 04/01/10 - 04/30/10 | 05/28/10 | \$ 12,322.00 | \$ 1.95 | \$ 12,322.00 | \$ 1.95 |
| 05/01/10 - 05/31/10 | 06/28/10 | \$ 10,492.00 | \$ 83.77 | \$ 10,492.00 | \$ 83.77 |

| Period Covered | Date Filed | Requested | | Approved | |
|-----------------------|-------------------|------------------|-----------------|-----------------|-----------------|
| | | Fees | Expenses | Fees | Expenses |
| 06/01/10 – 06/30/10 | 07/28/10 | \$ 22,082.00 | \$ 2.73 | \$ 22,082.00 | \$ 2.73 |
| 07/01/10 – 07/31/10 | 09/01/10 | \$ 10,774.00 | \$ 86.70 | \$ 10,774.00 | \$ 86.70 |
| 08/01/10 – 08/31/10 | 09/29/10 | \$ 7,686.00 | \$ 43.34 | \$ 7,686.00 | \$ 43.34 |
| 09/01/10 – 09/30/10 | 10/28/10 | \$ 9,211.00 | \$ 3.70 | \$ 9,211.00 | \$ 3.70 |
| 10/01/10 – 10/31/10 | 11/30/10 | \$ 11,285.00 | \$ 331.92 | \$ 11,285.00 | \$ 331.92 |
| 11/01/10 – 11/30/10 | 12/29/10 | \$ 18,422.00 | \$ 47.70 | \$ 18,422.00 | \$ 47.70 |
| 12/01/10 – 12/31/10 | 01/28/11 | \$ 10,694.00 | \$ 19.00 | \$ 10,694.00 | \$ 19.00 |
| 01/01/11 – 01/31/11 | 02/28/11 | \$ 9,722.50 | \$ 9.55 | \$ 9,722.50 | \$ 9.55 |
| 02/01/11 – 02/28/11 | 04/05/11 | \$ 16,764.00 | \$ 33.60 | \$ 16,764.00 | \$ 33.60 |
| 03/01/11 – 03/31/11 | 04/29/11 | \$ 11,570.00 | \$ - | \$ 11,570.00 | \$ - |
| 04/01/11 – 04/30/11 | 05/31/11 | \$ 3,425.50 | \$ 9.60 | \$ 3,425.50 | \$ 9.60 |
| 05/01/11 – 05/31/11 | 06/28/11 | \$ 13,060.50 | \$ 145.75 | \$ 13,060.50 | \$ 145.75 |
| 06/01/11 – 06/30/11 | 07/28/11 | \$ 26,000.00 | \$ 34.00 | \$ 26,000.00 | \$ 34.00 |
| 07/01/11 – 07/31/11 | 08/29/11 | \$ 20,836.50 | \$ 213.15 | \$ 16,669.20* | \$ 213.15 |
| 08/01/11 – 08/31/11 | 09/28/11 | \$ 13,111.00 | \$ 27.90 | \$ 10,488.80* | \$ 27.90 |
| 09/01/11 – 09/30/11 | 10/28/11 | \$ 13,515.50 | \$ 3.64 | \$ 10,812.40* | \$ 3.64 |

* 80% approved; remaining 20% sought or to be sought as part of quarterly application.

The Foley Hoag attorneys who rendered professional services in these cases during the Fee Period are:

| Name of Professional Person | Position | Department | Hourly Billing Rate | Total Hours Billed | Total Compensation |
|-----------------------------|-----------|----------------|---------------------|--------------------|---------------------|
| Seth D. Jaffe | Partner | Environmental | \$650.00 | 10.3 | \$ 6,695.00 |
| Jacob N. Polatin | Partner | Real Estate | \$635.00 | 2.4 | \$ 1,524.00 |
| Jonathan E. Book | Counsel | Real Estate | \$550.00 | 2.6 | \$ 1,430.00 |
| James Flaherty | Associate | Administrative | \$505.00 | 4.8 | \$ 2,424.00 |
| Lisa A. Popadic | Paralegal | Environmental | \$250.00 | 0.4 | \$ 100.00 |
| TOTAL | | | | 20.5 | \$ 12,173.00 |

Summary of expenses incurred on behalf of the Debtors in these cases during the Fee Period:

| Description | October |
|--------------|-----------------|
| Telephone | \$ 15.99 |
| Photocopies | \$ 23.10 |
| Taxi Fare | \$ 20.00 |
| TOTAL | \$ 59.09 |

Respectfully submitted,



Seth D. Jaffe (MA BBO # 548217)
Foley Hoag LLP
Seaport World Trade Center West
155 Seaport Boulevard
Boston, MA 02210-2600
(617) 832-1000

Dated: November 28, 2011

RULE 2016-2(f) CERTIFICATION

I, Seth D. Jaffe, have reviewed the requirements of Rule 2016-2 and certify that the Summary of Application of Foley Hoag LLP for Compensation for Services Rendered and Reimbursement of Expenses as Counsel to W.R. Grace & Co., et al., for the Interim Period from October 1, 2011 through October 31, 2011 complies with the Rule.

Respectfully submitted,



Seth D. Jaffe (MA BBO # 548217)
Foley Hoag LLP
Seaport World Trade Center West
155 Seaport Boulevard
Boston, MA 02210-2600
(617) 832-1000

Dated: November 28, 2011